

## Federal Deposit Insurance Corporation

§ 335.407

of the Act, as of the date of such agreement, of all equity securities of that bank beneficially owned by any such person.

(2) Notwithstanding the previous paragraph, a group shall be deemed not to have acquired any equity securities beneficially owned by the other members of the group solely by virtue of their concerted actions relating to the purchase of equity securities directly from a bank in a transaction not involving a public offering: *Provided*, That: (i) All the members of the group are persons specified in § 335.401(b)(1)(ii);

(ii) The purchase is in the ordinary course of each member's business and not with the purpose nor with the effect of changing or influencing control of the bank, nor in connection with or as a participant in any transaction having such purpose or effect, including any transaction subject to § 335.403(b);

(iii) There is no agreement among, or between any members of the group to act together with respect to the bank or its securities except for the purpose of facilitating the specific purpose involved; and

(iv) The only actions among or between any members of the group with respect to the bank or its securities subsequent to the closing date of the non-public offering are those which are necessary to conclude ministerial matters directly related to the completion of the offer or sale of the securities.

### § 335.406 Exemption of certain acquisitions.

The acquisition of securities of a bank by a person who, prior to such acquisition, was a beneficial owner of more than five percent of the outstanding securities of the same class as those acquired shall be exempt from section 13(d) of the Act: *Provided*, That:

(a) The acquisition is made pursuant to preemptive subscription rights in an offering made to all holders of securities of the class to which the preemptive subscription rights pertain;

(b) Such person does not acquire additional securities except through the exercise of the person's pro rata share of the preemptive subscription rights; and

(c) The acquisition is duly reported, if required, under section 16(a) of the Act and the rules and regulations thereunder.

### § 335.407 Acquisition statement to be filed under section 13(d) of the Securities Exchange Act of 1934 (Form F-11).

Federal Deposit Insurance Corporation  
Washington, DC 20429

FORM F-11—ACQUISITION STATEMENT UNDER  
SECTION 13(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

(Amendment No. ——— )

(Name and address of issuing bank)

(Title of class of securities)  
(CUSIP Number) ———

(Name, address and telephone number of person authorized to receive notices and communications)

(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Form F-11A to report the acquisition which is the subject of this Form F-11, and is filing this form because of § 335.401(b) (3) or (4), check the following box [ ]:

(Continuing on following pages)

Page 1 of ——— pages

NOTE: Three copies of this form including all exhibits, should be filed with the FDIC.

See § 335.401(a) for other parties to whom copies are to be sent.

#### *Special Instructions for Complying With Form F-11*

Under sections 13(d) and 23 of the Securities Exchange Act of 1934 and the rules and regulations thereunder, the FDIC is authorized to solicit the information required to be supplied by this form by certain security holders of certain banks.

Disclosure of the information specified in this form is mandatory, except for Social Security or IRS identification numbers, disclosure of which is voluntary. The information will be used for the primary purpose of determining and disclosing the holdings of certain beneficial owners of certain equity securities. This statement will be made a matter of public record. Therefore, any information given will be available for inspection by any member of the public.

Because of the public nature of the information, the FDIC can utilize it for a variety